



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 736

FEDERAL EXPRESS

RECORDATION NO. *1488* FILED 1425

9-125A027

May 4, 1989

MAY 5 1989 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Satisfaction and Bill of Sale
to Burlington Northern Inc. (now Burlington Northern
Railroad Company) Equipment Trust of 1971, Series 1

Dear Ms. Lee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Satisfaction and Bill of Sale, dated April 25, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 1, dated as of March 1, 1971, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected, was recorded with the Interstate Commerce Commission on March 25, 1971, and assigned Recordation No. 6088.

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.
Five Hanover Square
New York, New York 10043

May 5 3 16 PM '89
Interstate Commerce Commission

Ms. Mildred Lee
May 4, 1989
Page 2

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Satisfaction and Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Satisfaction and Bill of Sale, dated April 25, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1971, Series 1 (ICC Recordation No. 6088, March 25, 1971), conveying the equipment described on Exhibit A of said document.

Very truly yours,

Rebecca R. Martin

Rebecca R. Martin
Legal Assistant

RRM/ta,29

Enclosures

RECORDATION NO. 6088-2
MAY 5 1989 - 3 15 PM

Executed in 9 Counterparts
of which this is No. 6

INTERSTATE COMMERCE COMMISSION

SATISFACTION AND BILL OF SALE

WHEREAS, by a certain Equipment Trust Agreement, dated as of March 1, 1971, executed by Citibank, N.A. (formerly First National City Bank), as Trustee, hereinafter referred to as the "Trustee," and Burlington Northern Inc. (now Burlington Northern Railroad Company), hereinafter referred to as the "Railroad," there was established "Burlington Northern Inc. Equipment Trust of 1971, Series 1," hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article I of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on March 25, 1971, as No. 6088 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated July 26, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 6088-H; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Exhibit A, free of all liens and encumbrances created or retained by the Agreement.

This Satisfaction and Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 25th day of April, 1989.

CITIBANK, N.A.

By: S. D. Mineo
S. D. MINEO
ASSISTANT VICE PRESIDENT

ATTEST:

Lorraine Moran
LORRAINE MORAN
Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On this 25th day of April, 1989, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a ASSISTANT VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert F. Frier
Notary Public

My Commission Expires:

ROBERT F. FRIER
Notary Public, State of New York
No. 31-612285
Qualified in New York County
Commission Expires Jan. 31, 1991

EQUIPMENT
EXHIBIT A
PAGE 1

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
278	Open Top Hopper Cars	522700-522734, 522736-522749, 522751-522771, 522773-522778, 522780-522800, 522802-522812, 522814-522816, 522818-522834, 522836-522849, 522851-522857, 522859-522861, 522863-522890, 522892-522922, 522924-522931, 522933-522953, 522955-522965, 522967, 522969, 522970, 522972-522975, 522977, 522979-522985, 522987, 522988, 522990-522999
134	Wood Chip Cars	585200-585203, 585205-585207, 585209-585223, 585225-585230, 585232, 585234-585249, 585251, 585253, 585254, 585256-585276, 585278-585302, 585304-585320, 585322-585328, 585330, 585331, 585334-585337, 585339, 585340, 585342-585349
182	Covered Hopper Cars	440150-440168, 440170-440172, 440174-440200, 440202-440204, 440206-440210, 440212, 440214-440222, 440224-440244, 440246-440252, 440254-440263, 440265-440288, 440290-440298, 440300, 440301, 440304-440307, 440309-440311, 440313-440337, 440339-440347, 440349
44	All Steel Cabooses	10550-10559, 10561-10565, 10567-10588, 10590-10596
6	Airslide Covered Hopper Cars	410359, 410360, 413366-413369
1	26,000 Gallon Tank Car	875027
1	Depressed Center Flatcar	631020
1	Caboose	12300
2	Double Hopper Cars	953891, 953892